

IN THE UNITED STATES BANKRUTPCY COURT  
FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
 )  
W.R. GRACE & CO., et al., ) Case No. 01-1139 (JKF)  
 ) (Jointly Administered)  
Debtors. )

**ORDER GRANTING THE RELIEF SOUGHT IN DEBTORS'  
NINTH OMNIBUS OBJECTION TO CLAIMS (SUBSTANTIVE)**

Upon consideration of the Ninth Omnibus Objection<sup>1</sup> of the above captioned debtors and debtors in possession (the "Debtors"), seeking entry of an order expunging, reducing, reclassifying and disallowing certain Claims; and no previous application having been made; and upon consideration of the Ninth Omnibus Objection and all responses thereto; and due and proper notice of the Ninth Omnibus Objection having been given, it is hereby

ORDERED that, except as hereinafter stated, the relief sought in the Ninth Omnibus Objection is granted to the extent not inconsistent with the language herein and with the Exhibits attached hereto;<sup>2</sup> and it is further

ORDERED that the Objection to each of the No Liability Claims listed on Exhibit A to this Order is sustained, and each of the claims is expunged and disallowed for all purposes; and it is further

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<sup>1</sup> Capitalized terms used but not defined herein are as defined in the Debtors' Ninth Omnibus Objection.

<sup>2</sup> To the extent that any claim that is the subject of the Ninth Omnibus Objection has been or is otherwise addressed by an approved stipulation between the Debtors and the claimant, that stipulation shall control the disposition of that claim.

ORDERED that the Objection to each of the Reclassify and Allow Claims listed on Exhibit B to this Order is sustained, and each of the claims is reclassified as indicated; and it is further

ORDERED that the Objection to each of the Reduce and Allow Claims listed on Exhibit C to this Order is sustained, and each of the claims is reduced as indicated; and it is further

ORDERED that except as provided for herein and consistent with applicable local rules and Bankruptcy Rules, the rights of the Debtors to object to any claim listed on any exhibit to this Order for any reason are expressly preserved; and it is further

ORDERED that, pursuant to Rule 54(b) of the Federal Rules of Civil Procedure, made applicable in the contested matter by Rules 7054 and 9014 of the Federal Rules of Bankruptcy Procedure, the Court hereby directs entry of a final judgment with respect to the claims objections as to which relief is entered by this Order, the Court having determined that there is no just reason for delay in the entry of judgment on these matters; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: \_\_\_\_\_, 2005

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Honorable Judith K. Fitzgerald  
United States Bankruptcy Judge

## **EXHIBIT A**

**In re: W.R. GRACE & CO., et al**  
**OMNIBUS 9: EXHIBIT A - NO LIABILITY CLAIMS**

Creditor Name / Address	Case Number	Claim Number	Total Claim Dollars*	Claim Class**	Reason For Proposed Disallowance
1 BAKER, LAWRENCE C/O KATHLEEN L MILLIAN TERRIS PRAVLIK & MILLIAN LLP 1121 12TH ST NW WASHINGTON DC 20005-4632	01-01139	14063	\$404,432,019.36	(U)	NO LIABILITY PER SETTLEMENT AGREEMENT WITH HONEYWELL.
2 BAKER, LAWRENCE C/O KATHLEEN L MILLIAN TERRIS PRAVLIK & MILLIAN LLP 1121 12TH ST NW WASHINGTON DC 20005-4632	01-01153	14072	\$404,432,019.36	(U)	NO LIABILITY PER SETTLEMENT AGREEMENT WITH HONEYWELL.
3 CITY OF CHATTANOOGA 101 E 11TH ST #102 CHATTANOOGA TN 37402	01-01139	78	\$16,225.83	(P)	NO TAX IS CURRENTLY OWED.
4 CITY OF HOUSTON ATTN DEBRA GUERRERO 4200 LEELAND HOUSTON TX 77023	01-01139	9	\$643.08	(U)	NO TAX LIABILITY EXISTS PER CREDITOR.
5 CLARKE, REV WINSTON C/O KATHLEEN L MILLIAN TERRIS PRAVLIK & MILLIAN LLP 1121 12TH ST NW WASHINGTON DC 20005-4632	01-01139	14061	\$404,432,019.36	(U)	NO LIABILITY PER SETTLEMENT AGREEMENT WITH HONEYWELL.
6 CLARKE, REV WINSTON C/O KATHLEEN L MILLIAN TERRIS PRAVLIK & MILLIAN LLP 1121 12TH ST NW WASHINGTON DC 20005-4632	01-01153	14069	\$404,432,019.36	(U)	NO LIABILITY PER SETTLEMENT AGREEMENT WITH HONEYWELL.
7 COMMONWEALTH OF MASSACHUSETTS DEPT OF REV ANNE CHAN TAX EXAMINER BOX 9484 BOSTON MA 02205-9484	01-01142	1480	\$3,250.59 \$830.00	(P) (U)	ALEWIFE BOSTON LTD. IS A HOLDING COMPANY WITH NO OPERATIONS AND THEREFORE NO SALES TAX DUE.
8 COMMONWEALTH OF MASSACHUSETTS DEPT OF REV ANNE CHAN TAX EXAMINER BOX 9484 BOSTON MA 02205-9484	01-01143	1481	\$3,250.59 \$830.00	(P) (U)	ALEWIFE LAND CORPORATION IS A HOLDING COMPANY WITH NO OPERATIONS AND THEREFORE NO SALES TAX DUE.
9 DUKE ENERGY CORPORATION PO BOX 1244 CHARLOTTE NC 28201-1244	01-01139	116	\$1,066.55	(U)	THE CLAIMED AMOUNT IS THE RESPONSIBILITY OF AMICON. GRACE DIVESTED THIS BUSINESS IN 1996.

\*Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

\*\*(A) - Administrative  
(P) - Priority  
(S) - Secured  
(U) - Unsecured

The classification of the claims set forth herein is the classification asserted on the filed proof of claim. The Debtors include such classification for the purpose of identifying the claim to which the objection applies. The inclusion of the classification shall not constitute an acknowledgement by the Debtors that such classification is correct or appropriate.

**In re: W.R. GRACE & CO., et al**  
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Creditor Name / Address	Case Number	Claim Number	Total Claim Dollars*	Claim Class**	Reason For Proposed Disallowance
10 GREENVILLE COUNTY TAX COLLECTOR 301 UNIVERSITY RDG STE 700 GREENVILLE SC 29601	01-01139	2177	\$42,191.16	(S)	PROPERTY HAS BEEN SOLD. NO TAX LIABILITY EXISTS.
11 GST CORPORATION 8295 TOURNAMENT DR #150 MEMPHIS TN 38125	01-01139	83	\$2,339.25	(U)	NEED SIGNED BILL OF LADING AS PROOF OF DELIVERY FOR INVOICE 933785-0 (\$702.00) AS THE PLANT HAS NO RECORD OF RECEIVING THIS SHIPMENT. FOR THE REMAINING INVOICES, THE PAYMENT WAS DENIED DUE TO POOR BLOCKING AND BRACING OF THE LOADS.
12 HACKENSAC RIVERKEEPER INC C/O KATHLEEN L MILLIAN TERRIS PRAVLIK & MILLIAN LLP 1121 12TH ST NW WASHINGTON DC 20005-4632	01-01153	14067	\$404,432,019.36	(U)	NO LIABILITY PER SETTLEMENT AGREEMENT WITH HONEYWELL.
13 HACKENSACK RIVERKEEPER INC C/O KATHLEEN L MILLIAN TERRIS PRAVLIK & MILLIAN LLP 1121 12TH ST NW WASHINGTON DC 20005-4632	01-01139	14059	\$404,432,019.36	(U)	NO LIABILITY PER SETTLEMENT AGREEMENT WITH HONEYWELL.
14 HERRING, MARTHA WEBB C/O KATHLEEN L MILLIAN TERRIS PRAVLIK & MILLIAN LLP 1121 12TH ST NW WASHINGTON DC 20005-4632	01-01139	14064	\$404,432,019.36	(U)	NO LIABILITY PER SETTLEMENT AGREEMENT WITH HONEYWELL.
15 HERRING, MARTHA WEBB C/O KATHLEEN L MILLIAN TERRIS PRAVLIK & MILLIAN LLP 1121 12TH ST NW WASHINGTON DC 20005-4632	01-01153	14071	\$404,432,019.36	(U)	NO LIABILITY PER SETTLEMENT AGREEMENT WITH HONEYWELL.
16 INTERFAITH COMMUNITY ORGANIZATION C/O KATHLEEN L MILLIAN TERRIS PRAVLIK & MILLIAN LLP 1121 12TH ST NW WASHINGTON DC 20005-4632	01-01139	14065	\$404,432,019.36	(U)	NO LIABILITY PER SETTLEMENT AGREEMENT WITH HONEYWELL.
17 INTERFAITH COMMUNITY ORGANIZATION C/O KATHLEEN L MILLIAN TERRIS PRAVLIK & MILLIAN LLP 1121 12TH ST NW WASHINGTON DC 20005-4632	01-01153	14073	\$404,432,019.36	(U)	NO LIABILITY PER SETTLEMENT AGREEMENT WITH HONEYWELL.

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18 LAERDAL MEDICAL CORPORATION ATTN: PAT GOODWIN 167 MYERS CORNERS RD WAPPINGERS FALLS NY 12590	01-01139	1135	\$350.00	(U)	GRACE WAS REBILLED AS TAX WAS LEFT OFF ORIGINAL INVOICE. INVOICE WAS NEVER CANCELLED IN VENDOR'S SYSTEM. NO CURRENT LIABILITY.
19 LOCKE, ROBERT H C/O DAVID C CASEY 150 FEDERAL ST BOSTON MA 02110	01-01139	9566	\$7,000,000.00	(U)	NO CURRENT LIABILITY TO THIS CLAIMANT.
20 MILWAUKEE SOLVENTS & CHEMICALS CORP PO BOX 444 BUTLER WI 53007-0444	01-01139	15467	\$33,747.80	(U)	CREDITOR FILED CLAIM TO AMEND PREVIOUSLY FILED CLAIM. ORIGINAL CLAIM WAS ACQUIRED BY LONGACRE MASTER FUND PER DOCKET #6582. CREDITOR NO LONGER HAS AUTHORITY TO AMEND ORIGINAL CLAIM.
21 NAVAS, MARGARITA C/O KATHLEEN L MILLIAN TERRIS PRAVLIK & MILLIAN 1121 12TH ST NW WASHINGTON DC 20005-4632	01-01139	14060	\$404,432,019.36	(U)	NO LIABILITY PER SETTLEMENT AGREEMENT WITH HONEYWELL.
22 NAVAS, MARGARITA C/O KATHLEEN L MILLIAN TERRIS PRAVLIK & MILLIAN LLP 1121 12TH ST NW WASHINGTON DC 20005-4632	01-01153	14068	\$404,432,019.36	(U)	NO LIABILITY PER SETTLEMENT AGREEMENT WITH HONEYWELL.
23 SHEEHAN, WILLIAM C/O KATHLEEN L MILLIAN TERRIS PRAVLIK & MILLIAN LLP 1121 12TH ST NW WASHINGTON DC 20005-4632	01-01139	14058	\$404,432,019.36	(U)	NO LIABILITY PER SETTLEMENT AGREEMENT WITH HONEYWELL.
24 SHEEHAN, WILLIAM C/O KATHLEEN L MILLIAN TERRIS PRAVLIK & MILLIAN LLP 1121 12TH ST NW WASHINGTON DC 20005-4632	01-01153	14066	\$404,432,019.36	(U)	NO LIABILITY PER SETTLEMENT AGREEMENT WITH HONEYWELL.
25 VINCENT TULLINO AND PHILOMENA TULLINO C/O LARKIN AXELROD TRACHT & TETENBAUM LLP 34 ROUTE 17K NEWBURGH NY 12550	01-01139	2286	\$31,000,000.00	(U)	NO CURRENT LIABILITY TO THE CLAIMANT.

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**In re: W.R. GRACE & CO., et al**  
**OMNIBUS 9: EXHIBIT A - NO LIABILITY CLAIMS**

Creditor Name / Address	Case Number	Claim Number	Total Claim Dollars*	Claim Class**	Reason For Proposed Disallowance
26 WEBB, MARGARET C/O KATHLEEN L MILLIAN TERRIS PRAVLIK & MILLIAN 1121 12TH ST NW WASHINGTON DC 20005-4632	01-01139	14062	\$404,432,019.36	(U)	NO LIABILITY PER SETTLEMENT AGREEMENT WITH HONEYWELL.
27 WEBB, MARGARET C/O KATHLEEN L MILLIAN TERRIS PRAVLIK & MILLIAN LLP 1121 12TH ST NW WASHINGTON DC 20005-4632	01-01153	14070	\$404,432,019.36	(U)	NO LIABILITY PER SETTLEMENT AGREEMENT WITH HONEYWELL.
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	totals:		\$42,191.16 \$22,727.01 \$6,508,952,116.44	(S) (P) (U)	

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## **EXHIBIT B**

**In re: W.R. GRACE & CO., et al**  
**OMNIBUS 9: EXHIBIT B - RECLASSIFY & ALLOW CLAIMS**

Creditor Name / Address	Claim Number	Total Claim Dollars*Class**	Modified Claim Amount*	Claim Class**	Reason For Modification
1 TAYLOR, DUANE, BARTON & GILMAN LLP ATTN: JAMES J DUANE III 111 DEVONSHIRE ST BOSTON MA 02109	854	\$1,679.03 (P)	\$1,679.03	(U)	NO BASIS FOR PRIORITY CLAIM.
	totals:	\$1,679.03 (P)	\$1,679.03	(U)	

\*Plus, in certain instances, additional contingencies, unliquidated amounts, interest, penalties and/or fees.

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(U) - Unsecured

## **EXHIBIT C**

**In re: W.R. GRACE & CO., et al**  
**OMNIBUS 9: EXHIBIT C - REDUCE & ALLOW CLAIMS**

Creditor Name / Address	Claim Number	Total Claim Dollars*Class**	Claim Amount*	Modified Claim Amount*	Claim Class**	Reason For Modification
1 CUSTOM BLEND COFFEE SERVICE 8042 NORTH DR HIGHLAND IN 46322	1682	\$417.95 (U)	\$297.63	(U)	REDUCED FOR PAYMENT MADE 1/9/01 TOTALING \$120.32 IN PAYMENT OF THE TWO CLAIMED INVOICES DATED 1/9/01.	
2 LEAVENWORTH COUNTY KANSAS C/O KEYTA D KELLY LEAVENWORTH COUNTY COURTHOUSE 300 WALNUT LEAVENWORTH KS 66048	596	\$20.16 (P)	\$5.33	(P)	BALANCE OF TAX BILL PREVIOUSLY PAID.	
3 MCSPADDEN REAL ESTATE SERVICES INC 517 UNION AVE STE 238 KNOXVILLE TN 37902	2000	\$3,240.31 (U)	\$3,150.00	(U)	APPROVED AMOUNT REPRESENTS PRE-PETITION BALANCE DUE VENDOR. NO EXPLANATION PROVIDED BY VENDOR FOR DIFFERENCE.	
4 PACIFIC GAS AND ELECTRIC COMPANY PO BOX 8329 STOCKTON CA 95208	403	\$14,338.57 (U)	\$6,230.30	(U)	REDUCED ACCOUNT HJK3458522.	
5 SAFETY KLEEN CORPORATION PO BOX 11393 COLUMBIA SC 29211	163	\$162,429.45 (U)	\$81,981.37	(U)	SOME INVOICES WERE PAID AND OTHERS COULD NOT BE CONFIRMED WITH A SIGNED MANIFEST OR BOL.	
6 SOUTH CAROLINA ELECTRIC & GAS COMPANY C/O L V SCHIESSER SCANA SERVICES 1426 MAIN ST MAIL CODE 130 COLUMBIA SC 29218	1987	\$32,458.29 (U)	\$31,978.61	(U)	CLAIM INCLUDES LATE FEES.	
totals:		\$20.16 (P) \$212,884.57 (U)	\$5.33 (P) \$123,637.91 (U)			

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(P) - Priority      (S) - Secured  
(U) - Unsecured